

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of

Grace M. McKeal

Former Employee and Institution-
Affiliated Party of Wayne
Savings and Loan Association,
Wooster, Ohio
(OTS # 04195)

Re: OTS Order No. CHI-97-01

Dated: February 20, 1997

STIPULATION AND CONSENT TO
ENTRY OF AN ORDER OF PROHIBITION

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed Grace M. McKeal ("McKeal"), former employee of Wayne Savings and Loan Association, Wooster, Ohio, OTS No. 04195, ("the Association") that the OTS is of the opinion that the grounds exist to initiate an administrative prohibition proceeding against McKeal pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(e)¹; and

WHEREAS, McKeal desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and, hereby stipulates and agrees to the following terms:

1. All references in this Stipulation and Consent and the Order of [Removal and] Prohibition to the U.S.C. are as amended.

1. Jurisdiction.

(a) The Association is a "savings association" within the meaning of Section 3(b) of the FDIA, 12 U.S.C. § 1813(b), and Section 2(4) of the Home Owners' Loan Act, 12 U.S.C. § 1462(4). Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C. § 1813(c).

(b) McKeal, as a former employee of the Association, is deemed to be an "institution-affiliated party" as that term is defined in Section 3(u) of the FDIA, 12 U.S.C. § 1813(u), having served in such capacity within 6 years of the date hereof. (see 12 U.S.C. § 1818(i)(3)).

(c) Pursuant to Section 3(q) of the FDIA, 12 U.S.C. § 1813(q), the Director of the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against such a savings association and/or its institution-affiliated parties. The Director of the OTS has delegated to the Regional Directors of the OTS the authority to issue an order of prohibition where the respondent has consented to the issuance of the order. Therefore, McKeal is subject to the authority of the OTS to initiate and maintain a prohibition proceeding against her pursuant to Section 8(e) of the FDIA, 12 U.S.C. § 1818(e).

2. OTS Findings of Fact. Beginning on January 1, 1996 to July 7, 1996, McKeal converted to her personal use approximately \$19,800 of the Association's funds by issuing unauthorized checks drawn against the general ledger accounts of the Association established for construction loans and escrow accounts.

3. Consent. McKeal consents to the issuance by the OTS of the accompanying Order of Prohibition ("Order"). She further agrees to comply with its terms upon issuance and stipulates that the Order complies with all requirements of law.

4. Finality. The Order is issued by the OTS under the authority of Section 8(e) of the FDIA, 12 U.S.C. § 1818(e). Upon its issuance by the Regional Director or designee for the Central Region, OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, 12 U.S.C. § 1818(i).

5. Waivers. McKeal waives the following:

(a) the right to be served with a written notice of the OTS's charges against her (referred to as a Notice of Intention to Prohibit) (see Section 8(e) of the FDIA);

(b) the right to an administrative hearing of the OTS's charges against her (see Section 8(e) of the FDIA); and

(c) the right to seek judicial review of the Order, including, without limitation, any such right provided by Section 8(h) of the FDIA, 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order.

(d) any and all claims for the award of fees, costs or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law or under the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412.

6. Indemnification. McKeal shall neither cause nor permit the Association (or any subsidiary thereof) to incur, directly or indirectly, any expense for any legal (or other professional expenses) incurred relative to the negotiation and issuance of the Order, nor obtain any indemnification (or other reimbursement) from the Association (or any subsidiary thereof) with respect to such amounts. Any such payments received by or on behalf of McKeal in connection with this action shall be returned to the Association.

7. Other Government Actions Not Affected. McKeal acknowledges and agrees that the consent to the entry of the Order is for the purposes of resolving this prohibition action only, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of McKeal that arise pursuant to this action or otherwise, and that may be or have been brought by any other government entity other than the OTS.

8. Acknowledgment of Criminal Sanctions. McKeal acknowledges that Section 8(j) of the FDIA, 12 U.S.C. 1818(j), sets forth criminal penalties for knowing violations of this Order.

WHEREFORE, McKeal executes this Stipulation and Consent to Entry of an Order of Prohibition, intending to be legally bound hereby.

By:

Grace M. McKeal
Grace M. McKeal

Date:

1-24-97

Accepted by:

Office of Thrift Supervision

Ronald N. Karr
Ronald N. Karr
REGIONAL DIRECTOR
Central Region

Date:

2-20-97

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Former Employee and Institution-
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(OTS No. 04195)

OTS Order No.: CHI-97-01

Dated: February 20, 1997

ORDER OF PROHIBITION

WHEREAS, Grace M. McKeal ("McKeal") has executed a
Stipulation and Consent to Entry of an Order of Prohibition
("Stipulation") on January 24, 1997; and

WHEREAS, McKeal, by her execution of the Stipulation, has
consented and agreed to the issuance of this Order of Prohibition
("Order") by the Office of Thrift Supervision ("OTS"), pursuant to
Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12
U.S.C. § 1818(e); and

WHEREAS, the Director of the OTS has delegated to the
Regional Director of the OTS the authority to issue orders on
behalf of the OTS where there has been consent of the respondent.

NOW THEREFORE, IT IS ORDERED that:

1. McKeal is prohibited from further participation, in any
manner, in the conduct of the affairs of:

(a) Wayne Savings and Loan Association, Wayne, Ohio ("the Association"),

(b) any service corporation of the Association,

(c) any subsidiary of a service corporation of the Association, whether wholly or partially owned,

(d) any holding company of the Association, and

(e) any subsidiary of the holding company.

2. Due to the operation of Section 8(e)(6) of the FDIA, 12 U.S.C. § 1818(e)(6), McKeal shall not:

(a) participate in any manner in the conduct of the affairs of the institutions and agencies set forth in paragraph 3 of this Order;

(b) solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights with respect to the institutions and agencies set forth in paragraph 3 of this Order;

(c) violate any voting agreement previously approved by the "appropriate Federal banking agency" as defined in Section 3(q) of the FDIA, 12 U.S.C. § 1813(q); or

(d) vote for a director, or serve or act as an "institution-affiliated party, as defined in Section 3(u) of the FDIA, 12 U.S.C. § 1813(u).

3. Due to the operation of Section 8(e)(7) of the FDIA, 12 U.S.C. § 1818(e)(7), McKeal shall not continue or commence to hold any office in, or participate in any manner in the conduct of the affairs of:

(a) any insured depository institution, as defined in Section 8(c) of the FDIA, 12 U.S.C. § 1813(c);

(b) any institution treated as an insured bank under Sections 8(b)(3) or (b)(4) of the FDIA, 12 U.S.C. § 1818(b)(3) or (b)(4);

(c) any institution treated as a savings association under Section 8(b)(9) of the FDIA, 12 U.S.C. § 1818(b)(9), including:

(i) any savings and loan holding company,

(ii) any subsidiary of a savings and loan holding company,

(iii) any service corporation of a savings association, or,

(iv) any subsidiary of a service corporation, whether wholly or partly owned;

(d) any insured credit union under the Federal Credit Union Act (12 U.S.C. § 1751 et seq.);

(e) any institution chartered under the Farm Credit Act of 1971 (12 U.S.C. § 2001 et seq.);

(f) any appropriate Federal depository institution regulatory agency; or

(g) the Federal Housing Finance Board and any Federal Home Loan Bank.

4. Pursuant to Section 8(e)(7)(B) of the FDIA, 12 U.S.C. § 1818(e)(7)(B), the prohibitions of paragraphs 2 and 3 of this Order shall cease to apply with respect to a particular institution if McKeal obtains the prior written consent of both the OTS and the institution's "appropriate Federal financial institutions regulatory agency," as defined in Section 8(e)(7)(D) of the FDIA, 12 U.S.C. § 1818(e)(7)(D).

5. The Stipulation is made a part hereof and is incorporated herein by this reference.

6. Notice is hereby provided that a violation of this Order could subject McKeal to the penalties specified in Section 8(j) of the FDIA, 12 U.S.C. § 1818(j).

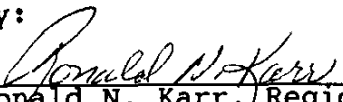
7. McKeal shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

8. The OTS does not intend to, and nothing in the Order shall be interpreted to, limit, in any manner, the full scope of the prohibition prescribed by Section 8(e) of the FDIA, 12 U.S.C. § 1818(e).

9. This Order shall become effective on the date it is issued, as shown in the caption above.

THE OFFICE OF THRIFT SUPERVISION

By:


Ronald N. Karr, Regional Director
Central Regional Office